

RECORDATION NO. 29200 FILED

MAR 10 '10 -9 00 AM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A LESTER

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March 10, 2010

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

Contract C-5292 Rider 37

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of January 25, 2010, a primary document as defined in the Board's Rules for the Recordation of Documents.

The name and address of the party to the enclosed document are:

Lessor: American Railcar Leasing LLC
620 North Second Street
St. Charles, Missouri 63301

[Lessee: PCI Chemicals Canada Company/
Societe PCI Chimie Canada,
d/b/a Olin Chlor Alkali Products
490 Stuart Road Northwest
Cleveland, TN 37312]

Section Chief
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A description of the railroad equipment covered by the enclosed document is:

25 railcars: SHPX 207975 - SHPX 207999.

A short summary of the document to appear in the index is:

Memorandum of Lease

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/sem
Enclosures

MEMORANDUM OF LEASE

This Memorandum of Lease is prepared and filed by American Railcar Leasing LLC, a Delaware limited liability company, on behalf of (i) itself as lessor and/or as assignee of ACF Industries, Incorporated, ACF Industries LLC, American Railcar Industries, Inc., and/or ACF Acceptance LLC as the sole member of various ACF Acceptance entities, and/or (ii) as manager for one or more of the following affiliated lessors: ARI First LLC, ARI Second LLC, ARI Third LLC, ARL II Funding LLC and Shippers Third LLC, all with respect to PCI Chemicals Canada Company/Societe PCI Chimie Canada, dba Olin Chlor Alkali Products, a Nova Scotia Unlimited Liability Company ("Lessee").

American Railcar Leasing LLC (as assignor or lessor, herein, "Lessor") and Lessee have entered into that certain Master Service Contract as identified on Schedule A (as amended, changed, assigned, modified and supplemented from time to time, together with any schedules and exhibits thereto, the "Lease"), pursuant to which Lessee leased the railcars listed on Schedule A attached hereto from Lessor on the terms and conditions set forth therein, and from time to time may lease other railcars bearing the reporting marks SHPX and/or ACFX.

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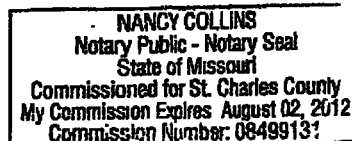
This Memorandum of Lease is prepared for registration purposes and is not intended to amend the terms and conditions of the Lease.

AMERICAN RAILCAR LEASING LLC

By: 
Name: Brian Evdo
Title: VP – Business Development

STATE OF MISSOURI)
) ss.:
COUNTY OF ST. CHARLES)

On this 25th day of Jan., 2010, before me, personally appeared Brian Evdo, to me personally known, who being by me duly sworn, says that he resides at St. Charles, Missouri and is the VP – Business Development of American Railcar Leasing LLC, that said instrument was signed on the date hereof on behalf of said company by authority of its governing body; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.




Notary Public
My commission expires on 8/2/2012

Schedule A

Equipment

PCI Chemicals Canada Company/Societe PCI Chimie Canada

Contract C-5292 rider 37 dated 2/6/06

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Tank	SHPX	207975
	Tank	SHPX	207976
	Tank	SHPX	207977
	Tank	SHPX	207978
	Tank	SHPX	207979
	Tank	SHPX	207980
	Tank	SHPX	207981
	Tank	SHPX	207982
	Tank	SHPX	207983
	Tank	SHPX	207984
	Tank	SHPX	207985
	Tank	SHPX	207986
	Tank	SHPX	207987
	Tank	SHPX	207988
	Tank	SHPX	207989
	Tank	SHPX	207990
	Tank	SHPX	207991
	Tank	SHPX	207992
	Tank	SHPX	207993
	Tank	SHPX	207994
	Tank	SHPX	207995
	Tank	SHPX	207996
	Tank	SHPX	207997
	Tank	SHPX	207998
	Tank	SHPX	207999

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document

Dated 3/10/10



Robert W Alvord